

BUSINESS LAW SECTION

CORPORATIONS COMMITTEE

COMMITTEE MEETING AGENDA FOR JANUARY 4, 2002

**By Video
Friday, January 4, 2002
9:30 a.m.**

I. ADMINISTRATIVE MATTERS

1. Opening Remarks and Announcements: Walther/Wertlieb
2. Approval of Minutes of December 7, 2001 Meeting: Pike

II. LIAISONS' REPORTS AND DISCUSSIONS

3. Securities and Exchange Commission: Tyson
4. Department of Corporations: Thompson
5. BLS Executive Committee Liaison: Stansell
6. Secretary of State: Bogart
7. NASD: Harasym
8. Liaisons to Other Committees:

Cyberspace Law: Piazza
Corporate Law Departments: Lyon
Partnerships & LLCs: Hazen
UCC: Dyer
ADR: Carpenter
Health Law: Lucas

III. PENDING LEGISLATION/AFFIRMATIVE LEGISLATIVE PROPOSALS

9. Report of Legislative Liaison: Fotenos
10. SB 399 -- Corporate Conversions: Fitzpatrick/Wertlieb/Bishop
11. Section 25102(o) Emergency Regulations Comments/DOC Working Group: Fitzpatrick/McAllister/Hiraide
12. Section 710 Sunset on Supermajority Approvals: Pike

IV. POTENTIAL AFFIRMATIVE LEGISLATIVE PROPOSALS

13. Secretary of State Fax Filings: Dravis

- 14. Section 25102 (n) (remove notice filing as condition to exemption): Fitzpatrick
- 15. 25118(b) Definition of Aggregate Evidences of Indebtedness: Weiser
- 16. Amend Corporation Code to permit electronic communications to constitute a "writing": Piazza/Schai/McAllister
- 17. Amend Finance Lenders Law (e.g., re venture capital bridge loans): Bishop/Piazza
- 18. Address conflict between Section 25100 requirement of \$3.00 minimum bid and current Nasdaq NMS policy of \$1.00 or less: McAllister
- 19. Technical corrections to reflect proposed conversion of Nasdaq NMS to an "exchange" under the Exchange Act: Bishop

V. WEB SITE PROJECTS

- 20. Web Site Update: Caplan
- 21. Posting of Law Firm Communications/Advisories to Clients: Lyon
- 22. Recent Developments Page: Wojtas

VI. OTHER PROJECTS

- 23. Opinion Project: Crandall/Lucas/Carpenter
- 24. Educational Activities (CEB, Business Law News articles, etc.): Dravis
- 25. Guide to Organizing a California Corporation: Lyon/Erickson/Fitzpatrick/Hiraide
- 26. Completion of Blue Sky Guide: Bishop
- 27. 25102(f) Regulations, including reasonable belief standard: Fitzpatrick
- 28. Investment Advisor Exemption: Bishop/Fotenos
- 29. Explore establishing Advisory Panel for Corporations Committee: Hiraide
- 30. Examine California law re director duties to creditors, as well as shareholders, and propose statutory or other clarification or revision: Weiser
- 31. Consider feasibility of commenting on federal securities law and regulatory proposals (to give "California" view): Hiraide/Weiser

VII. NEW BUSINESS

- 32. Other New Business

Corporation Committee Meeting Agendas

